UNITED STATES SECURITIES AND EXCHANGE COMMISSIO

Washington, D.C. 20549



UNIFORM LIMITED OFFERING EXEMPTION

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

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Name of Offering (check if this is an amendment and name has changed, and inc Lubert-Adler Real Estate Fund IV, L.P., Lubert-Adler Real Estate Parallel Fund IV, L.P. and Lubert-Adler Capital Real Estate Fund IV, L.P. are jointly offering Limited Partnership Interests in the aggregate principal amount of up to \$1,060,000,000. Investors acquire Limited Partnership Interests in one of the three issuers. Filing Under (Check box(es) that apply):□ Rule 504 □ Rule 505 ■ Rule 506 ☐ Section 4(6) ☐ ULOE Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Lubert-Adler Real Estate Fund IV, L.P. ("LAREF"), Lubert-Adler Real Estate Parallel Fund IV, L.P. (the "Parallel Fund") and Lubert-Adler Capital Real Estate Fund IV, L.P. (the "Capital Fund") Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone No. (Including Area Code) 435 Devon Park Drive, Building 500, Wayne, PA 19087 (610) 971-9340 Address of Principal Business Operations (Number and Street, City, State, Zip Telephone No. (Including Area Code) Code) (if different from Executive Offices) Brief Description of Business The issuers will invest in real estate. Type of Business Organization ☐ corporation ☑ limited partnership, already formed □ business trust □ limited partnership, to be formed Other (please specify) Month Year Actual or Estimated Date of Incorporation or Organization: 06* 2003 ☐ Estimated : ☑ Actual^ˆ Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Lubert-Adler Real Estate Fund IV, L.P. and Lubert-Adler Real Estate Parallel Fund IV, L.P. were formed on June 10, 2003 as Delaware limited partnerships. Lubert-Adler Capital Real Estate Fund IV, L.P. was formed on September 30, 2003 as a Delaware limited partnership.

		A. BASIC IDENTIFIC	ATION DATA		
	mation requested for the				
 Each 	n beneficial owner having	If the issuer has been orga g the power to vote or disp	nized within the past five cose, or direct the vote or	years; disposition of, 10°	% or more of a class of equity
• Each	rities of the issuer; n executive officer and d	irector of corporate issuer	rs and of corporate genera	l and managing p	artners of partnership issuers
and • Eacl	n general and managing p	eartner of partnership issue	ers.		
Check Box(es) that App	ly:	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name fi					Managing Latinos
Business or Residence A	ddress (Number and Stre	eet, City, State, Zip Code			
Check Box(es) that App	Building 500, Wayne, I ly: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or
Full Name (Last name fi	rst, if individual)				Managing Partner
Lubert, Ira M. Business or Residence A	ddress (Number and Stre	eet, City, State, Zip Code			
	p IV, L.P., 435 Devon P	ark Drive, Building 500,	···	- <u>-</u>	
Check Box(es) that App		☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name fi Adler, Dean S.					
		eet, City, State, Zip Code ark Drive, Building 500,	Wayne PA 19087		
Check Box(es) that App		Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name fi	rst, if individual)				managing racito
Business or Residence A	ddress (Number and Stre	et, City, State, Zip Code			
Yale Investment Office Check Box(es) that App		th Floor, New Haven, CT Beneficial Owner	○ 06510-1300 ☐ Executive Officer	□ Director	☐ General and/or
	•	Belieficial Owner			Managing Partner
Full Name (Last name fi Harvard Private Capit		al Owner of LAREF)			
Business or Residence A	ddress (Number and Stre	et, City, State, Zip Code			
600 Atlantic Avenue, B Check Box(es) that Appl		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name fi					Managing Partner
	· · · · · · · · · · · · · · · · · · ·			 	
Business or Residence A	ddress (Number and Stre	eet, City, State, Zip Code			
Check Box(es) that App	y: 🗆 Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name fi	rst, if individual)				
Business or Residence A	ddress (Number and Stre	eet, City, State, Zip Code			
Check Box(es) that Appl	y: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name fi	rst, if individual)				
Business or Residence A	ddress (Number and Stre	eet, City, State, Zip Code			
Check Box(es) that Appl	y: 🗆 Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name fi	rst, if individual)				
Business or Residence A	ddress (Number and Stre	et, City, State, Zip Code			

	. ;				B. INFO	RMATIO	N ABOU	T OFFER	ING					
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes □	No ⊠					
2.	What is the minimum investment that will be accepted from any individual?						\$ 5,0 Yes	00,000* No						
3. 4.	Enter commi person list the	the infor ssion or to to be list name of	mation resimilar resection at the section at the se	equested munerati associated ter or dea	for each on for so I person on aler. If n	n person licitation or agent on nore than	who ha of purch of a broke	s been of asers in or er or deale persons to	r will be connection or register to be lister	e paid on with sa	r given, iles of sec the SEC a	directly of curities in and/or wit persons of	🗵 or indire the offe	ctly, any ering. If a or states,
Full Na	ame (Last	t name fi	rst, if ind	ividual)			<u> </u>							
Busine	ss or Res	idence A	ddress (N	lumber a	nd Street	City, Sta	ate, Zip C	Code)						-
Name o	of Associ	ated Bro	ker or De	aler	- <u>.</u> .									
States i	n Which	Person I	isted Ha	s Solicite	d or Inter	nds to So	licit Purc	hasers						
(Check	"All Sta	tes" or ch	neck indiv	vidual Sta	ites)								□ All	States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Na	ime (Last	name fii	rst, if ind	ividual)										
Busine	ss or Res	idence A	ddress (N	lumber a	nd Street,	City, Sta	ate, Zip C	Code)						
Name o	of Associ	ated Brol	ker or De	aler										
States i	n Which	Person L	isted Ha	Solicite	d or Inter	nds to So	licit Purc	hasers						
(Check	"All Sta	tes" or ch	neck indiv	vidual Sta	ites)				•••••				口 All	States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Na	me (Last	name fi	rst, if indi	ividual)								<u> </u>		
Busine	ss or Res	idence A	ddress (N	lumber a	nd Street,	City, Sta	ate, Zip C	Code)						
Name o	of Associ	ated Bro	ker or De	aler										
States i	n Which	Person L	isted Has	Solicite	d or Inter	ids to So	licit Purc	hasers						
(Check "All States" or check individual States)							States							
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		

⁽Use blank sheet, or copy and use additional copies of this sheet, as necessary).

^{*}The General Partner reserves the right to waive the minimum investment requirement.

_	. C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D USE OF PROCEEDS							
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" is answer is "none" or "zero". If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.								
	Type of Security	Aggregate Offering Pric	Amount e Already Sold						
	Debt	\$ <u>0</u>	\$0						
	Equity Common Preferred	\$ <u>0</u>	\$0						
	Commental of Securities (in all discourants)	Φ Λ	ም ለ						
	Convertible Securities (including warrants) Partnership Interests Other (Specify) Total	\$ 1,060,000, \$ 0	\$0						
	Answer also in Appendix, Column 3, if filing un	der ULOE.							
2.	Enter the number of accredited and non-accredited investors who have aggregate dollar amounts of their purchases. For offerings under Rule 5 purchased securities and the aggregate dollar amount of their purchases on "zero."	04, indicate the number of	of persons who have						
		Number Agg	regate Dollar						
			ount of Purchases						
	Accredited Investors. Non-accredited investors. Total (for filings under Rule 504 only)	0	\$899,800,000* \$0 \$0						
	Answer also in Appendix, Column 4, if filing und	der ULOE.							
3.	If this filing is for an offering under Rule 504 or 505, enter the information date, in offerings of the types indicated, in the twelve (12) months prior Classify securities by type listed in Part C -Question 1.								
	Type of offering	Type of Security	Dollar Amount Sold						
		Security	Alloult Solu						
	Rule 505		\$0						
	Regulation A		\$ 0						
	Rule 504		\$0 \$0						
4.	a. Furnish a statement of all expenses in connection with the issuance and Exclude amounts relating solely to organization expenses of the issuer. The contingencies. If the amount of an expenditure is not known, furnish an estimate.	d distribution of the secur	n as subject to future						
	Transfer Agent's Fees	П	\$ 0						
	Printing and Engraving Costs.		\$_50,000						
	Legal Fees	_	\$450,000						
	Accounting Fees		\$0						
	Engineering Fees		\$0						
	Sales Commissions (specify finders' fees separately)		\$0						
	Other Expenses (identify) Blue Sky filing fees		\$ <u>15,000</u>						
	Total		\$ <u>515,000***</u>						

aggregate amount of \$30,050,000. The Capital Fund has sold Limited Partnership Interests in the aggregate amount of \$63,250,000.

LAREF has sold securities to 51 investors in this offering. The Parallel Fund has sold securities to 67 investors in this offering. The Capital Fund has sold securities to 96 investors in this offering.

A C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$1,059,485,000
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C question 4.b above.

	Payments to Officers.	
	Directors &	Payments To
	Affiliates	Others
Salaries and fees	🗷 \$ <u>15,900,00</u> 0	<u>0</u> * □ \$0
Purchase of real estate	🗆 \$ <u>0</u>	□ \$0
Purchase, rental or leasing and installation of machinery and equipment	🗆 \$ <u>0</u>	\$ 0
Construction or leasing of plant buildings and facilities	🗆 \$ <u>0</u>	\$ 0
Acquisition of other businesses (including the value of securities involved in this		
offering that may be used in exchange for the assets or securities of another issuer		
pursuant to a merger)	□ \$0	□ \$0
Repayment of indebtedness		□ \$0
Working capital	□ \$0	≥\$1,043,585,000
Other (specify):		□ \$0
Column Totals		⊠\$1,043,585,000
Total Payments Listed (column totals added)	≥ \$1	,059,485,000
D. FEDERAL SIGNATURE		

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Lubert-Adler Real Estate Fund IV, L.P.
Lubert-Adler Real Estate Parallel Fund IV, L.P.
Lubert-Adler Capital Real Estate Fund IV, L.P.

Name of Signer (Print or Type)

Title of Signer (Print or Type)

Member of Lubert-Adler Group IV, LLC, which is the general partner of Lubert-Adler Group IV, L.P., which is the general partner of Lubert-Adler Real Estate Fund IV, L.P., Lubert-Adler Real Estate

ATTENTION

L.P.

Parallel Fund IV, L.P. and Lubert-Adler Capital Real Estate Fund IV,

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Represents the approximate annual management fee. The management fee is paid pro rata by the three issuers based on the total amount of Limited Partnership Interests sold by each issuer. The management fee is payable out of offering proceeds and/or operating income.